

Comptroller of the Currency, Treasury

§ 197.1

paragraph (b) of this section, the interlock may continue for three years, unless otherwise provided by the OCC in writing.

§ 196.7 Change in circumstances.

(a) *Termination.* A management official shall terminate his or her service or apply for an exemption if a change in circumstances causes the service to become prohibited. A change in circumstances may include an increase in asset size of an organization, a change in the delineation of the RMSA or community, the establishment of an office, an increase in the aggregate deposits of the depository organization, or an acquisition, merger, consolidation, or reorganization of the ownership structure of a depository organization that causes a previously permissible interlock to become prohibited.

(b) *Transition period.* A management official described in paragraph (a) of this section may continue to serve the depository organization involved in the interlock for 15 months following the date of the change in circumstances. The OCC may shorten this period under appropriate circumstances.

§ 196.8 Enforcement.

Except as provided in this section, the OCC administers and enforces the Interlocks Act with respect to savings associations and their affiliates, and may refer any case of a prohibited interlocking relationship involving these entities to the Attorney General of the United States to enforce compliance with the Interlocks Act and this part. If an affiliate of a savings association is subject to the primary regulation of another Federal depository organization supervisory agency, then the OCC does not administer and enforce the Interlocks Act with respect to that affiliate.

§ 196.9 Interlocking relationships permitted pursuant to Federal Deposit Insurance Act.

A management official or prospective management official of a depository organization may enter into an otherwise prohibited interlocking relationship with another depository organization for a period of up to 10 years if such relationship is approved by the Federal

Deposit Insurance Corporation pursuant to section 13(k)(1)(A)(v) of the Federal Deposit Insurance Act, as amended (12 U.S.C. 1823(k)(1)(A)(v)).

PART 197—SECURITIES OFFERINGS

Sec.

- 197.1 Definitions.
- 197.2 Offering circular requirement.
- 197.3 Exemptions.
- 197.4 Non-public offering.
- 197.5 Filing and signature requirements.
- 197.6 Effective date.
- 197.7 Form, content, and accounting.
- 197.8 Use of the offering circular.
- 197.9 Escrow requirement.
- 197.10 Unsafe or unsound practices.
- 197.11 Withdrawal or abandonment.
- 197.12 Securities sale report.
- 197.13 Public disclosure and confidential treatment.
- 197.14 Waiver.
- 197.15 Requests for interpretive advice or waiver.
- 197.16 Delayed or continuous offering and sale of securities.
- 197.17 Sales of securities at an office of a savings association.
- 197.18 Current and periodic reports.
- 197.19 Approval of the security.
- 197.21 Filing of copies of offering circulars in certain exempt offerings.

APPENDIX A TO PART 197—FORM FOR SECURITIES SALE REPORT

AUTHORITY: 12 U.S.C. 1462a, 1463, 1464 5412(b)(2)(B); 15 U.S.C. 78c(b), 78l, 78m, 78n, 78p, 78w.

SOURCE: 76 FR 49194, Aug. 9, 2011, unless otherwise noted.

§ 197.1 Definitions.

(a) For purposes of this part, the following definitions apply:

(1) *Accredited investor* means the same as in Commission Rule 501(a) (17 CFR 230.501(a)) under the Securities Act, and includes any savings association.

(2) *Commission* means the Securities and Exchange Commission.

(3) *Dividend or interest reinvestment plan* means a plan which is offered solely to existing security holders of the savings association which allows such persons to reinvest dividends or interest paid to them on securities issued by the savings association, and which also may allow additional cash amounts to be contributed by the participants in the plan, provided that the securities to be issued are newly issued, or are